

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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PARK AVENUE CONSULTING GROUP, INC.,

Plaintiff,

**ANSWER**

v.

NEWGOLD INC. AND FIRSTGOLD CORP.,

Civ. No. 08 Civ. 1850 (CM) (GWG)

Defendants.

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Defendants Newgold Inc. and Firstgold Corp. (collectively, "Defendants"), as and for their Answer to the Complaint herein, state as follows:

1. Deny the allegations contained in paragraphs 1, 3, 9, 12, 17, 19, 20, 21, 22, 23, 24, 25, 27, 28, 29, 31, 32, 33, 34, 36, 37, 39, 40, 41, 42, 43, 44, 45, 46, 47, 49, 50, 52, 53, 54, 55, 56, 58, 59 and 60.

2. Lack knowledge or information sufficient to form a belief as to the allegations contained in paragraphs 2, 6, 7, 8, 15 and 16.

3. With respect to paragraph 4, admit that counsel for Defendants served a Demand for Complaint upon counsel for Plaintiff by first class mail on or about March 7, 2008, and lack knowledge or information sufficient to form a belief as to the remaining allegations contained therein.

4. With respect to paragraph 5, admit that Firstgold Corp. has an office at 3108 Ponte Morino Drive, Suite 210, Cameron Park, CA 95642, and lack knowledge or information sufficient to form a belief as to the remaining allegations contained therein.

5. With respect to paragraph 10, admit that this matter was removed to federal court on diversity grounds, and deny the remaining allegations contained therein.

6. With respect to paragraphs 11 and 14, because the allegations state legal conclusions, no response is required. To the extent a response is required, Defendants deny the allegations contained therein.

7. With respect to paragraphs 13, 18, 26 and 35, aver that the documents speak for themselves, and deny the remaining allegations contained therein.

8. Deny each and every other allegation not specifically heretofore either admitted or denied.

**AS AND FOR A FIRST DEFENSE**

9. The complaint fails to state a claim upon which relief can be granted.

**AS AND FOR A SECOND DEFENSE**

10. Plaintiff is guilty of such laches as bars maintenance of this action against Defendants.

**AS AND FOR A THIRD DEFENSE**

11. Plaintiff's damages, if any, were caused by their own failure to take reasonable actions to avoid and/or mitigate its alleged damages.

**AS AND FOR A FOURTH DEFENSE**

12. This action is barred by the applicable statute of limitations.

**AS AND FOR A FIFTH DEFENSE**

13. Documentary evidence establishes a complete defense to Plaintiff's claims.

**AS AND FOR A SIXTH DEFENSE**

14. Plaintiff seeks the aid of equity with unclean hands.

**AS AND FOR A SEVENTH DEFENSE**

15. The court does not have personal jurisdiction over Defendants.

WHEREFORE, Defendants respectfully requests an Order:

- a. Dismissing Plaintiffs' complaint against Defendants, with prejudice;
- b. Granting Defendants the costs and disbursements of this action; and
- c. Granting Defendants such other and further relief as this Court deems just

and proper.

Dated: Tonawanda, New York  
April 15, 2008

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**CERTIFICATE OF SERVICE**

I hereby certify that on April 15, 2008, I electronically filed the foregoing with the Clerk of the District Court using the CM/ECF system, which sent notification of such filing to the following:

And, I hereby certify that I have mailed by the United States Postal Service the document to the following non-CM/ECF participants:

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